

MOOREFIELD STATION  
ZMOD 2007-0005  
ZCPA 2007-0004



PROFFER AMENDMENTS

December 3, 2008

Pursuant to Section 5.2-2303, Code of Virginia, 1950, as amended, and applicable provisions of the Loudoun County Zoning Ordinance, as amended, The Claude Moore Charitable Foundation (CMCF), CTD Moorefield Retail, LLC (CTDMR), CTD Offsite, LLC (CTDO), Moorefield Station West Homeowners Association, Inc. (HOA) and Fairfax Investment, LP (FI), hereinafter sometimes referred to as "Owners," owners of approximately 582.48 acres of land known as Moorefield Station. CMCF owns PIN #'s 120-29-7420 and 089-25-8906; CTDMR owns PIN #'s 121-37-7500; 121-38-0079; 120-17-0779 and 121-47-6384; CTDO owns PIN # 120-38-9029; HOA owns PIN #'s 121-47-3874; 121-27-4161; 121-26-8920; 121-37-2401 and 121-37-1397 and FI owns PIN #'s 121-27-5223; 121-27-5226; 121-27-5229; 121-27-5232; 121-27-5335; 121-27-5339; 121-27-5442; 121-27-5445; 121-27-5548; 121-27-5551; 121-37-5873; 121-37-5877; 121-37-5879; 121-37-5882; 121-37-5885; 121-37-5888; 121-37-5891; 121-37-5796; 121-37-5700; 121-37-5602; 121-37-5606; 121-37-5511; 121-37-5514; 121-37-5417; 121-37-5320; 121-37-3601; 121-37-3698; 121-37-3696; 121-37-3693; 121-37-3790; 121-37-3788; 121-37-3786; 121-37-3783; 121-37-3780; 121-37-3778; 121-37-3776; 121-37-3774; 121-27-3565; 121-27-3563; 121-27-3561; 121-27-3459; 121-27-3456; 121-27-3453; 121-27-3351; 121-27-3349; 121-27-3346; 121-27-3243; 121-27-3241; 121-27-3239; 121-27-3136; 121-27-3228; 121-27-2927; 121-27-2727; 121-27-2527; 121-27-2227; 121-27-1927; 121-27-2235; 121-27-2240; 121-27-2344; 121-27-2448; 121-27-2452; 121-27-2557; 121-27-2561; 121-27-2665; 121-37-2877; 121-37-2881; 121-37-2885; 121-37-2790; 121-37-2794; 121-37-2798; 121-37-2604; 121-37-2707; 121-37-2810; 121-37-3013; 121-37-0204; 121-37-0604; 121-37-0902; 121-37-1199; 121-37-1293; 121-37-1289; 121-37-1286; 121-37-1282; 121-37-0294; 121-37-0291; 121-37-0289; 121-37-0387; 121-37-0385; 121-37-0383; 121-37-0380; 121-37-0172; 121-37-0472; 121-37-0672; 121-37-0873; 121-37-1073; 121-37-1273; 121-37-1573; 121-26-9854; 121-27-0054; 121-27-0254; 121-27-0453; 121-27-0653; 121-27-0853; 121-27-1152; 121-27-0744; 121-27-0742; 121-27-0740; 121-27-0638; 121-27-0636; 121-27-0633; 121-27-9946; 121-26-9943; 121-26-9841; 121-26-9839; 121-26-9837; 121-26-9735; 121-26-9732; 121-27-0625; 121-27-0425; 121-27-0125; 121-27-9925; 121-26-9725; 121-26-9424; 121-26-8623; 121-26-8323; 121-26-8123; 121-26-7923; 121-26-7723; 121-26-7424; 121-26-8331; 121-26-8434; 121-26-8436; 121-26-8437; 121-26-8540; 121-26-8542; 121-26-8645; 121-26-8646; 121-26-8649; 121-26-8751; 121-26-8754; 121-26-8756; 121-26-8857; 121-26-8860; 121-26-9068; 121-26-9070; 121-36-9072; 121-36-9074; 121-36-9076; 121-36-9178; 121-36-9082; 121-36-9084; 121-36-9086; 121-36-9088; 121-36-8989; 121-36-8992; 121-36-9000; 121-36-8499; 121-36-7997; 121-36-7495; 121-36-7988; 121-36-8182; 121-36-8276; 121-26-8171; 121-26-7961; 121-26-7855; 121-26-7749; 121-26-7743; 121-26-7638; 121-26-7532; 121-26-6554; 121-26-6562; 121-26-6669; 121-36-6676; 121-36-6583; 121-36-6088; and 121-

36-3578 within the project (in total, the "Property") which is zoned PD-TRC, by approval of rezoning application ZMAP 2001-0003, hereby voluntarily proffer that, in the event the Board of Supervisors approves ZCPA 2007-0004 and ZMOD 2007-0005, the Property shall remain zoned PD-TRC and shall remain subject to all terms and conditions proffered and accepted by the Board of Supervisors with the approval of ZMAP 2001-0003, as herein amended as follows:

1. Conformed Proffer Statement Section I. General A. shall be replaced by the following:

The Property shall be developed in substantial conformance with ZCPA 2007-0004 and ZMOD 2007-0005 (Sheets 1 through 27 inclusive), prepared by Patton, Harris, Rust and Associates, dated November 17, 2008 (the "drawings") attached hereto and incorporated herein, except those pages of the drawings marked "For Illustrative Purposes Only." However, CMCF shall have reasonable flexibility with respect to final design to accommodate engineering and structure siting. Sheets 16, 17 and 18 are identified as the Conceptual Development Plan ("CDP"). The Property is divided into four precincts: Inner Core ("ICORE"), Outer Core ("OCORE"), Inner Transit Design Supportive Area ("ITDSA") and Outer Transit Design Supportive Area ("OTDSA"), as shown in the drawings. The amount and limitations of the uses shall be as set forth herein and approved by the Board of Supervisors ("the County") of Loudoun County, Virginia with the approval of ZCPA 2007-0004 and ZMOD 2007-0005.

2. Conformed Proffer Statement the initial paragraph to Section II. G shall be replaced by the following:

At no cost to the County, CMCF will bring public roads, water and sewer, underground telephone, electric and broadband service and cable television to each dedicated site (as listed Proffer II. A. through II. E.) prior to dedication, except that in the case of Section II.D. Public Safety Site, CMCF may provide access via a private street. Additionally, each site will be rough graded to an average slope of <2% by CMCF, if (i) requested by the County prior to dedication, and (ii) the County provides an approved rough grading plan.

The final paragraph of Section II.G. shall remain as set forth in the Conformed Proffer Statement to Zoning Map Amendment ZMAP 2001-0003.

3. Sheet 8 of 27 and Exhibits A and E of ZCPA 2007-0004 and ZMOD 2007-0005 address Parking Requirements under Section 4-1117(B) of the 1993 Revised Zoning Ordinance (Ordinance) and screening treatments for surface parking lots that will qualify as providing "reasonable continuity of building facades" required by that section of the Ordinance. The Owners proffer substantial conformance to the treatments as set forth on Sheet 8 of 27 and in Exhibit A and to the restrictions placed on the frequency of use of such treatments as set forth in Sheet 8 of 27 and Exhibit E.

The remainder of the Conformed Proffer Statement to Zoning Map Amendment ZMAP 2001-0003 shall remain the same.

**CLAUDE MOORE CHARITABLE FOUNDATION (CMCF)**  
**CTD MOOREFIELD RETAIL, LLC (CTDMR)**  
**CTD OFFSITE, LLC (CTDO)**  
**MOOREFIELD STATION WEST HOMEOWNERS ASSOCIATION, INC. (HOA)**  
**FAIRFAX INVESTMENTS (FI)**

**CLAUDE MOORE CHARITABLE FOUNDATION (CMCF)**

By: \_\_\_\_\_  
Peter A. Arntson, Trustee

COMMONWEALTH OF VIRGINIA  
COUNTY OF FAIRFAX, to-wit:

Subscribed and sworn to before me this \_\_\_\_ day of \_\_\_\_\_, 2008, by Peter A. Arntson, Trustee of the Claude Moore Charitable Foundation.

\_\_\_\_\_  
Notary Public

My commission expires:

\_\_\_\_\_

By: \_\_\_\_\_  
Guy M. Gravett, Trustee

COMMONWEALTH OF VIRGINIA  
COUNTY OF FAIRFAX, to-wit:

Subscribed and sworn to before me this \_\_\_\_ day of \_\_\_\_\_, 2008, by Guy M. Gravett, Trustee of the Claude Moore Charitable Foundation.

\_\_\_\_\_  
Notary Public

My commission expires:

\_\_\_\_\_

By: \_\_\_\_\_  
Leigh B. Middleditch, Jr., Trustee

COMMONWEALTH OF VIRGINIA  
COUNTY OF FAIRFAX, to-wit:

Subscribed and sworn to before me this \_\_\_\_ day of \_\_\_\_\_, 2008, by Leigh B. Middleditch, Jr., Trustee of the Claude Moore Charitable Foundation.

\_\_\_\_\_  
Notary Public

My commission expires:

\_\_\_\_\_

By: \_\_\_\_\_  
Jesse B. Wilson, III, Trustee

COMMONWEALTH OF VIRGINIA  
COUNTY OF FAIRFAX, to-wit:

Subscribed and sworn to before me this \_\_\_\_ day of \_\_\_\_\_, 2008, by Jesse B. Wilson, III, Trustee of the Claude Moore Charitable Foundation.

\_\_\_\_\_  
Notary Public

My commission expires:

\_\_\_\_\_

**CTD MOOREFIELD RETAIL, LLC (CTDMR)**

By: \_\_\_\_\_  
James Mertz, Executive Vice President

COMMONWEALTH OF VIRGINIA  
COUNTY OF FAIRFAX, to-wit:

Subscribed and sworn to before me this \_\_\_\_ day of \_\_\_\_\_, 2008, by James Mertz, Executive Vice President of CTD Moorefield Retail, LLC (CTDMR).

\_\_\_\_\_  
Notary Public

My commission expires:

\_\_\_\_\_

**FAIRFAX INVESTMENTS (FI)**

By: \_\_\_\_\_  
John P. Elcano, Group President

COMMONWEALTH OF VIRGINIA  
COUNTY OF FAIRFAX, to-wit:

Subscribed and sworn to before me this \_\_\_\_ day of \_\_\_\_\_, 2008, by John P. Elcano, Group President of Fairfax Investments.

\_\_\_\_\_  
Notary Public

My commission expires:

\_\_\_\_\_

**CTD OFFSITE, LLC (CTDO)**

By: \_\_\_\_\_  
James Mertz, Executive Vice President

COMMONWEALTH OF VIRGINIA  
COUNTY OF FAIRFAX, to-wit:

Subscribed and sworn to before me this \_\_\_\_ day of \_\_\_\_\_, 2008, by James Mertz, Executive Vice President of CTD OFFSITE ,LLC (CTDO).

\_\_\_\_\_  
Notary Public

My commission expires:

\_\_\_\_\_

**MOOREFIELD STATION WEST HOMEOWNERS ASSOCIATION, INC. (HOA)**

By:

\_\_\_\_\_  
Alan Truitt, Division Vice President, Toll Brothers, Inc.

COMMONWEALTH OF VIRGINIA

COUNTY OF FAIRFAX, to-wit:

Subscribed and sworn to before me this \_\_\_\_ day of \_\_\_\_\_, 2008, by Alan Truitt, Division Vice President, Toll Brothers, Inc. for Moorefield Station West Homeowners Association, Inc.

\_\_\_\_\_  
Notary Public

My commission expires:

\_\_\_\_\_

